

**UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS**

SCANSOFT, INC.

Plaintiff,

V.

VOICE SIGNAL TECHNOLOGIES, INC.,  
LAURENCE S. GILLICK, ROBERT S.  
ROTH, JONATHAN P. YAMRON, and  
MANFRED G. GRABHERR,

Defendants.

C.A. No. 04-10353-PBS

## **JOINT MOTION TO STAY ALL PROCEEDINGS**

Plaintiffs and Defendants, by their respective duly authorized counsel, hereby move Your Honorable Court to enter an Order staying all proceedings, including the Neutral Expert Procedure, for a period of not less than 120 days. In support hereof, the parties represent as follows:

1. On May 15, 2007, Voice Signal Technologies, Inc. and Nuance Communications, Inc. announced publicly that they have entered into a definitive agreement pursuant to which Nuance Communications, Inc. and Voice Signal Technologies, Inc. agreed to a business combination which will result in Voice Signal Technologies, Inc. being acquired by Nuance Communications, Inc.

2. The aforesaid business combination is subject to various customary closing conditions and regulatory approvals which are estimated will take approximately 120 days. The closing is anticipated to take place in the fourth quarter of 2007.

3. As a consequence of the foregoing, the parties submit that all proceedings in this action be postponed for a period of not less than 120 days to allow the customary closing conditions and necessary regulatory approvals to the business combination to take place. If, as anticipated, the aforesaid business combination is concluded successfully, all litigation between Voice Signal Technologies, Inc. and Nuance Technologies, Inc. will be discontinued.

4. Accordingly, the parties respectfully request Your Honorable Court to stay all proceedings in this action to a date not less than 120 days from May 25, 2007 which is convenient for the Court. The parties will promptly inform the Court of the status of the business combination.

Dated: May 25, 2007

Respectfully submitted,

By: /s/ David Greenbaum

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**CERTIFICATE OF SERVICE**

I hereby certify that this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) May 25, 2007, pursuant to Local Rule 5.4.

/s/ David Greenbaum

David Greenbaum